

# **NETGEAR, INC**

Reported by  
**LO PATRICK CS**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 05/17/17 for the Period Ending 05/16/17

|             |   |
|-------------|---|
| Address     | 350 EAST PLUMERIA DRIVE<br>SAN JOSE, CA 95134 |
| Telephone   | 4089078000                                    |
| CIK         | 0001122904                                    |
| Symbol      | NTGR  |
| SIC Code    | 3661 - Telephone and Telegraph Apparatus      |
| Industry    | Communications & Networking                   |
| Sector      | Technology                                    |
| Fiscal Year | 12/31   |

# FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL  
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subject to Section 16. Form 4 or  
Form 5 obligations may  
continue. See Instruction 1(b).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or  
Section 30(h) of the Investment Company Act of 1940

|   |  |  |   |  |  |   |  |  |
|---|--|--|---|--|--|---|--|--|
| 1. Name and Address of Reporting Person * |  |  | 2. Issuer Name and Ticker or Trading Symbol       |  |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)  |  |  |
| LO PATRICK CS                             |  |  | NETGEAR, INC [ NTGR ]                             |  |  | <input checked="" type="checkbox"/> Director _____ 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below)<br><b>Chairman and CEO</b> |  |  |
| (Last) (First) (Middle)                   |  |  | 3. Date of Earliest Transaction (MM/DD/YYYY)      |  |  |   |  |  |
| NETGEAR, INC., 350 E. PLUMERIA DR.        |  |  | 5/16/2017   |  |  |   |  |  |
| (Street)                                  |  |  | 4. If Amendment, Date Original Filed (MM/DD/YYYY) |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)   |  |  |
| SAN JOSE, CA 95134                        |  |  |   |  |  | <input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person                                       |  |  |
| (City) (State) (Zip)                      |  |  |   |  |  |   |  |  |

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security<br>(Instr. 3) | 2. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. Code<br>(Instr. 8) |   | 4. Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4 and 5) |            |         | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|------------------------------------|----------------|-----------------------------------|------------------------------|---|--|------------|---------|--|--|---|
|                                    |                |                                   | Code                         | V | Amount   | (A) or (D) | Price   |  |  |   |
| Common Stock                       |                |                                   |                              |   |  |            |         | 123365   | I  | See footnote (1)                                      |
| Common Stock                       |                |                                   |                              |   |  |            |         | 147668   | I  | See footnote (2)                                      |
| Common Stock                       | 5/16/2017      |                                   | F                            |   | 3869   | D          | \$44.30 | 145649   | D  |   |

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivate Security<br>(Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. Code<br>(Instr. 8) |   | 5. Number of Derivative Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4 and 5) |     | 6. Date Exercisable and Expiration Date |                 | 7. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 3 and 4) |                            | 8. Price of Derivative Security<br>(Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s)<br>(Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|--|----------------|-----------------------------------|------------------------------|---|---|-----|---|-----------------|--|----------------------------|---|---|--|--|
|   |  |                |                                   | Code                         | V | (A)   | (D) | Date Exercisable                        | Expiration Date | Title  | Amount or Number of Shares |   |   |  |  |
| Employee Stock Option (Right to Buy)        | \$28.79  |                |                                   |                              |   |   |     | (3)                                     | 1/11/2018       | Common Stock   | 41000.0                    |   | 41000   | D  |  |
| Employee Stock Option (Right to Buy)        | \$11.41  |                |                                   |                              |   |   |     | (4)                                     | 1/16/2019       | Common Stock   | 70000.0                    |   | 70000   | D  |  |
| Employee Stock Option (Right to Buy)        | \$21.1   |                |                                   |                              |   |   |     | (5)                                     | 2/2/2020        | Common Stock   | 100000.0                   |   | 100000  | D  |  |
| Employee Stock Option (Right to Buy)        | \$20.8   |                |                                   |                              |   |   |     | (6)                                     | 6/13/2020       | Common Stock   | 40000.0                    |   | 40000   | D  |  |
| Employee Stock Option (Right to Buy)        | \$35.32  |                |                                   |                              |   |   |     | (7)                                     | 2/3/2021        | Common Stock   | 100000.0                   |   | 100000  | D  |  |
| Employee Stock Option (Right to Buy)        | \$33.15  |                |                                   |                              |   |   |     | (8)                                     | 4/26/2021       | Common Stock   | 40000.0                    |   | 40000   | D  |  |
| Employee Stock Option (Right to Buy)        | \$31.31  |                |                                   |                              |   |   |     | (9)                                     | 6/6/2022        | Common Stock   | 100000.0                   |   | 100000  | D  |  |
| Employee Stock Option (Right to Buy)        | \$32.54  |                |                                   |                              |   |   |     | (10)                                    | 5/16/2023       | Common Stock   | 108510.0                   |   | 108510  | D  |  |
| Employee Stock Option (Right to Buy)        | \$32.52  |                |                                   |                              |   |   |     | (11)                                    | 6/3/2024        | Common Stock   | 100000.0                   |   | 100000  | D  |  |
| Employee Stock Option (Right to Buy)        | \$31.28  |                |                                   |                              |   |   |     | (12)                                    | 6/2/2025        | Common Stock   | 100000.0                   |   | 100000  | D  |  |

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. Code (Instr. 8) |   | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |     | 6. Date Exercisable and Expiration Date |                 | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) |                            | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|----------------|-----------------------------------|---------------------------|---|--|-----|---|-----------------|---|----------------------------|--|--|--|--|
|  |  |                |                                   | Code                      | V | (A)  | (D) | Date Exercisable                        | Expiration Date | Title   | Amount or Number of Shares |  |  |  |  |
| Employee Stock Option (Right to Buy)     | \$39.53  |                |                                   |                           |   |  |     | (12)                                    | 3/24/2026       | Common Stock  | 115000.0                   |  | 115000   | D  |  |

**Explanation of Responses:**

- (1) The shares are held by the Patrick and Emily Lo Revocable Trust dated 4-7-99.
- (2) The shares are held by the education trusts of Mr. Lo's children. Mr. Lo is a co-trustee of each such trust.
- (3) 25% of the option grant is exercisable on 1/11/2009, and 1/48 of the option grant is exercisable each month thereafter.
- (4) 25% of the option grant is exercisable on 1/16/2010, and 1/48 of the option grant is exercisable each month thereafter.
- (5) 25% of the option grant is exercisable on 2/2/2011, and 1/48 of the option grant is exercisable each month thereafter.
- (6) 25% of the shares subject to the option shall vest twelve months on 6/13/2011, and 1/48th of the shares subject to the option shall vest each month thereafter, subject to the optionee continuing to be a service provider on such dates.
- (7) 25% of the option grant is exercisable on 2/3/2012, and 1/48 of the option grant is exercisable each month thereafter.
- (8) 25% of the option grant is exercisable on 4/26/2012, and 1/48 of the option grant is exercisable each month thereafter.
- (9) 25% of the option grant is exercisable on 6/6/2013, and 1/48 of the option grant is exercisable each month thereafter.
- (10) 25% of the option grant is exercisable on 5/16/2014, and 1/48 of the option grant is exercisable each month thereafter.
- (11) 25% of the options will be exercisable on 6/03/2015, and 1/48 of the option grant is exercisable each month thereafter.
- (12) This Option shall be exercisable, in whole or in part, in accordance with the following schedule: 25% of the Shares subject to the Option shall vest twelve months after the Vesting Start Date, and 1/48 of the Shares subject to the Option shall vest each month thereafter, subject to the Optionee continuing to be a Service Provider on such dates.

**Reporting Owners**

| Reporting Owner Name / Address  | Relationships |           |                  |       |
|---|---------------|-----------|------------------|-------|
|   | Director      | 10% Owner | Officer          | Other |
| LO PATRICK CS<br>NETGEAR, INC.<br>350 E. PLUMERIA DR.<br>SAN JOSE, CA 95134 | X             |           | Chairman and CEO |       |

**Signatures**

/s/ Andrew W. Kim, Attorney in Fact

5/17/2017

\*\*Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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